### FT PARTNERS FINTECH INDUSTRY RESEARCH

May 29, 2019



# Morningstar (NasdaqGS:MORN) Acquires DBRS for \$669 million





The Only Investment Bank Focused Exclusively on FinTech

### **Overview of FT Partners**

- Financial Technology Partners ("FT Partners") was founded in 2001 and is the only investment banking firm focused exclusively on FinTech
- FT Partners regularly publishes research highlighting the most important transactions, trends and insights impacting the global Financial Technology landscape. Our unique insight into FinTech is a direct result of executing hundreds of transactions in the sector combined with over 17 years of exclusive focus on Financial Technology

### FT Partners' Advisory Capabilities



### FT Partners' FinTech Industry Research





Named Silicon Valley's #1 FinTech Banker (2016) and ranked #2 Overall by The Information



Ranked #1 Most Influential Person in all of FinTech in Institutional Investors FinTech Finance 40"



Numerous Awards for Transaction **Excellence including** "Deal of the Decade"

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### **Transaction Summary**



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### **Transaction Summary**

- On May 29, 2019, Morningstar (NasdaqGS:MORN) announced that it has agreed to acquire DBRS for \$669 million, as it looks to gain market share in the credit ratings space that is dominated by S&P, Moody's, and Fitch
  - Morningstar estimates a total addressable market of \$8 billion in global credit ratings, which has grown at a compounded annual growth rate of approximately 7% over the past 10 years (1)
- For Morningstar, the DBRS acquisition will expand its global asset coverage and provide investors with an enhanced platform for fixed-income analysis and research
  - Morningstar began publishing credit ratings on public companies in 2009, and the following year acquired Realpoint, which had a niche in commercial mortgagebacked securities
  - Morningstar's brand recognition in mutual funds has so far failed to carry over into credit ratings, and has just 0.1% of the market share of outstanding credit ratings <sup>(2)</sup>
  - On a preliminary pro forma basis, if Morningstar owned DBRS as of Dec. 31, 2017, the combined entity would have 2.4% market share of outstanding credit ratings (2)
- Morningstar intends to name a leader of the combined businesses by the time the deal closes, and in the meantime, the companies will work jointly on decisions regarding the integration
- Morningstar intends to fund the transaction with a mix of cash and debt, which will include the placement of a new credit facility at closing
- The deal is expected to close in the third quarter of 2019
- The transaction is expected to be accretive to net income per share in the first fiscal year after completion

#### **Transaction Commentary**

"DBRS and Morningstar share research-centric cultures committed to rigor and independence. Together, we believe we can elevate the industry with the world's first fintech ratings agency backed by state-of-the-art models, modern technology, and expert research teams that issuers and investors can count on to deliver transparent and independent ratings."

"Despite increased calls for transparency since the financial crisis, we do not believe there has been adequate change to restore investor trust. Dominant competitors remain entrenched and fail to innovate on behalf of investors while delivering ratings in much the same manner as they had before the crisis." (3)



Kunal Kapoor
Chief Executive Officer

"DBRS's more than 40 years of experience and success coupled with Morningstar's proven capabilities will offer an even stronger global alternative to larger ratings agencies. Both DBRS and Morningstar are driven by similar core values that aim to bring more clarity, diversity, transparency, and responsiveness to the ratings process, which makes Morningstar a perfect fit for us."



Stephen Joynt
Chief Executive Officer

#### **DBRS' Selected Acquisition History**

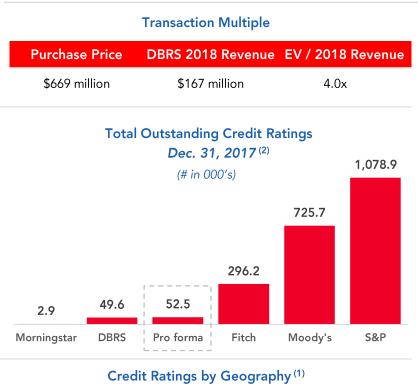
	<b>Date</b>	Size (\$ mm)	Investor(s)
05/	/29/19	\$669	Morningstar
12/	/22/14	500	The Carlyle Group, Warburg Pincus

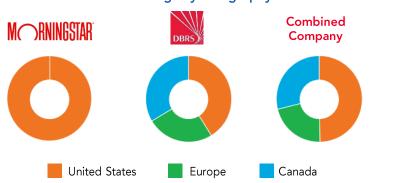
### FT PARTNERS RESEARCH



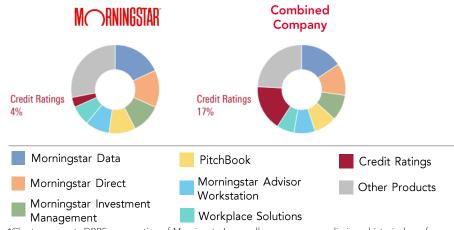
# DBRS

### **Transaction Metrics**



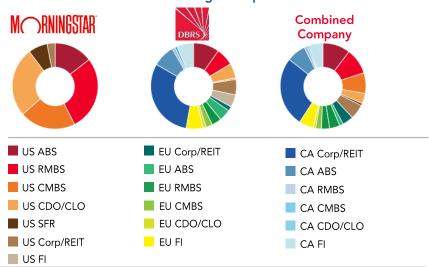


#### Revenue Composition (1)



\*Chart represents DBRS as a portion of Morningstar's overall revenue on a preliminary historical pro forma basis, as if Morningstar owned the entity as of December 31, 2018.

### Credit Ratings Composition (1)



Source: Company press release

<sup>(1)</sup> Letter from Kunal Kapoor to Morningstar, DBRS employees, Partners, and Shareholders

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### **DBRS Overview**

#### **Company Overview**



CEO:	Stephen W. Joynt

**Headquarters:** Toronto, ON

1976 Founded:

- DBRS is the world's fourth largest credit and debt rating agency that provides credit rating insights to financial institutions, corporate entities, government bodies and various finance product groups
- Rates various companies and single-purpose vehicles that issue commercial paper, term debt and preferred shares in the global capital markets
- Provides web subscriptions to investors that include surveillance reports, company reports and industry studies
- The Company has offices in Toronto, New York, Chicago, London, Frankfurt, and Madrid

#### **Key Metrics**

- DBRS reported \$167 million in revenue for its fiscal year ending November 2018
- The Company rates more than 2,400 issuer families and nearly 50,000 securities worldwide
- DBRS has more than 500 employees spread across 7 locations worldwide
  - As of 2017 DBRS had 287 Credit Analysts and 59 Credit Analyst Supervisors (1)
- In 2017, DBRS was the fastest growing of the small ratings agencies; DBRS rated 58.6% of student loan-backed transactions, 18.7% of credit card asset-backed securities, and 13.5% of prime auto loan asset-backed securities (1)

#### Selected Products & Services Overview

#### **Market Sectors**

- Corporate Finance
- Financial Institutions
- Public Finance
- Sovereigns
- Structured Finance



#### **DBRS Viewpoint**

An online platform that provides interactive access to commercial mortgage-backed securities transaction information



### **DBRS RatingsNow**

An automated delivery of the DBRS ratings universe, which can be integrated within any company's internal database



### Methodology

#### **Methodologies and Criteria**

DBRS credit ratings are formed and disseminated based on established methodologies, models and criteria, and are periodically reviewed and updated



# M RNINGSTAR DBRS

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### **Morningstar Overview**

### **Company Overview**



CEO:	Kunal Kapoor
Headquarters:	Chicago, IL
Founded:	1984

#### Financial Metrics (1)

Ticker: NasdaqGS:MORN

Market Cap: \$5.9 bn (1)

LTM Revenue: \$1,035.3 mm

LTM EBITDA: \$272.3 mm

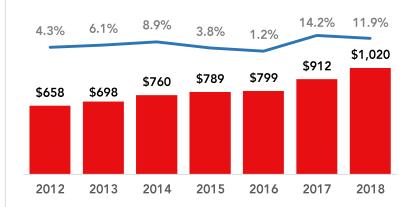
LTM Adj. NI: \$174.3 mm

- Morningstar is a leading provider of independent investment research in various markets, including North America, Europe, Australia and Asia
- The Company provides coverage on over 580,000 investment offerings (stocks, mutual funds and other vehicles), along with real-time global market data on nearly 17 million equities, indexes, futures, options, commodities, FX and Treasuries
- Morningstar offers investment advisor services through its subsidiaries, with more than \$378 bn AUM as of Dec. 31, 2018

#### **Stock Performance**



#### Revenue / % Growth



### Strategy and Key Objectives

- Morningstar focuses on three core areas to widen its economic moat
  - Produce the most effective investment data, research and ratings
  - Develop Morningstar Direct as their flagship platform
  - Use proprietary research to build world-class investment management solutions

#### 2018 Revenue by Product



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### **Morningstar's Selected Acquisition History**



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Announced Date	Target	Amount (\$mm)	Sector
05/30/19	DBRS	\$669	Capital Markets / WealthTech
09/30/18	Fund Votes	na	Capital Markets / WealthTech
10/14/16	PitchBook Data	225	Capital Markets / WealthTech
05/31/16	InvestSoft Technology	na	Capital Markets / WealthTech
05/31/16	RightPond	na	Capital Markets / WealthTech
10/08/15	Total Rebalance Expert	na	Capital Markets / WealthTech
05/29/14	HelloWallet	39	Banking / Lending Tech
04/01/14	ByAllAccounts	28	Capital Markets / WealthTech
04/12/10	Realpoint	52	Capital Markets / WealthTech
04/12/10	Old Broad Street Research	17	Capital Markets / WealthTech
12/11/09	Logical Information Machines	52	Capital Markets / WealthTech
12/17/08	Tenfore Systems Ltd.	21	Capital Markets / WealthTech
12/04/08	10K Wizard Technology	13	Capital Markets / WealthTech

### Selected FT Partners Research - Click to View



Moneybox's £14 million Series B **Financing** 



Carta Raises \$300 million in Series E Financing

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Moneyfarm's £40 million Series B Financing



**Trumid Raises \$60 million in** Financing Led by Hillhouse Capital



Backstop's \$20 million **Financing** 



Deutsche Börse Acquires Axioma for \$850 million



Nutmeg's £45 million in Series E Financing



**Tradeweb Completes its IPO** Raising \$1.1 billion

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### Selected FT Partners Capital Markets / WealthTech Transactions

#### **M&A Transactions**















Financing Transactions

















Financial Technology Partners LP

FTP Securities LLC

is pleased to announce its role as exclusive

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FT Partners has advised on some of the most prominent and groundbreaking transactions in the Securities / Capital Markets / Wealth Technology sectors

### FT Partners Advises AlphaSense in its \$33 million Growth Financing

#### Overview of Transaction

- On March 7, 2016, AlphaSense ("the Company") announced a financing round led by Triangle Peak Partners, Tribeca Venture Partners and Quantum Strategic Partners, a private investment vehicle managed by Soros Fund Management
- The round also includes notable individual investors, including Tom Glocer, former CEO of Thomson Reuters
- AlphaSense provides intelligent search and alerting capability across a vast library of disparate resources giving users an information edge
- The professional search functionality leverages sophisticated natural language processing and search technology that streamlines finding and tracking the most relevant information

#### Significance of Transaction

- AlphaSense will use the new capital to help fund its exceptional growth, as well as continue building out the platform with additional features and functionality
- Firmly positions the Company to expand its products and services and continue to disrupt the intelligent search / content aggregation space

#### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to AlphaSense and its Board of Directors
- Highlights FT Partners' continued success in achieving highly attractive outcomes for leading SaaS-based technology firms

### Financial Technology Partners LP FTP Securities LLC

is pleased to announce its exclusive role as sole strategic and financial advisor to



in its growth financing from

### **Quantum Strategic Partners**

a private investment vehicle managed by SOROS





for total consideration of

\$ 33,000,000+



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### FT Partners Advises DataX on its Sale to Equifax

#### **Overview of Transaction**

- DataX has been acquired by Equifax
- Headquartered in Las Vegas, NV, DataX is one of the fastest growing alternative data credit reporting agencies, offering premier financial management solutions to businesses through a suite of advanced products focused on mitigating risk and improving profitability
- Equifax (NYSE:EFX) uses unique data, analytics and technology to help organizations and individuals make more informed business decisions
- Through the acquisition, DataX and its employees are now part of the Equifax Banking and Lending division

#### **Significance of Transaction**

- DataX's data assets complement the Equifax core credit database adding alternative credit and payment data, analytics and identity solutions on underbanked consumers to the installment loan, rent-toown and lease-to-own markets
- The acquisition of DataX also complements other unique Equifax data assets that help provide greater depth and reach to those seeking credit

#### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to DataX
- This transaction highlights FT Partners' versatility and expertise across the FinTech universe and exhibits its position as the "Advisor of Choice" to the highest quality FinTech Companies

# Financial Technology Partners LP

is pleased to announce its role as exclusive strategic and financial advisor to



in its sale to





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### FT Partners Advises WebEquity on its Sale

#### Overview of Transaction

- On June 9, 2014, WebEquity Solutions ("WebEquity") announced its sale to Moody's Analytics ("Moody's"), a unit of Moody's Corporation
- Backed by Alpine Investors, WebEquity is a leading provider of cloud-based / SaaS loan origination solutions for financial institutions
- The transaction is expected to close in the third quarter; financial terms of the transaction were not disclosed

#### Significance of Transaction

- WebEquity is one of the higher growing SaaS-based software models across the financial technology sector
- FT Partners also represented WebEquity's majority holder, Alpine Investors, in the highly successful \$145,000,000 sale of EDC to Cardtronics
- The acquisition strengthens Moody's position in loan origination software and bolsters its suite of risk management products for banks, insurance companies and corporations

#### FT Partners' Role

- FT Partners served as exclusive strategic and financial advisor to WebEquity and its Board of Directors
- FT Partners leveraged its deep knowledge, extensive experience and broad industry relationships to help achieve a highly favorable outcome for stakeholders
- Transaction demonstrates FT Partners' continued success in achieving highly attractive outcomes for leading banking technology firms

## FIP Securities LLC

is pleased to announce its exclusive role as sole strategic and financial advisor to



in its sale to



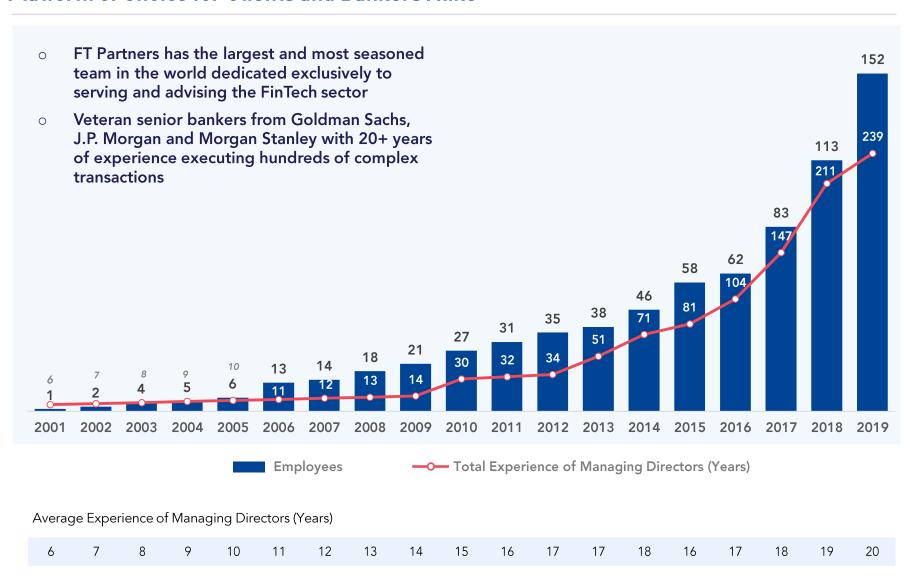


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### **Award-Winning Investment Banking Franchise Focused on Superior Client Results**

LendIt	2018	Top Investment Bank in FinTech			
	2018	Steve McLaughlin Ranked #1 for the Second Year in a Row on Institutional Investor's FinTech 40 List Ranked #1 on Institutional Investor's FinTech 40 List			
Institutional Investor	2017				
Institutional Investor Annual Ranking	2015 & 2016	Ranked Top 5 on Institutional Investor's FinTech 35 List			
Ailluai Kalikilig	2006 – 2008	Consecutively Ranked (2006, 2007 and 2008) among the Top Bankers on Institutional Investor's "Online Finance 40"			
The Information	2016	Ranked #2 Top Technology Investment Banker on The Information's "Silicon Valley's Most Popular Dealmakers"			
	2018	Corporate / Strategic Deal of the Year	2011	Boutique Investment Bank of the Year	
	2018	Cross Border Deal of the Year	2011	Deal of the Decade	
	2017	Investment Banker of the Year	2010	Upper Middle Market Deal of the Year, \$500 mm+	
2018 -2004	2016	Investment Banking Firm of the Year	2010	IT Services Deal of the Year, Below \$500 mm	
ANNUALAWARDS	2016	Cross Border Deal of the Year	2010	Cross-Border Deal of the Year, Below \$500 mm	
TATIONAL	2015	Dealmaker of the Year	2007	Dealmaker of the Year – Steve McLaughlin	
WINNER	2015	Technology Deal of the Year	2007	Business to Business Services Deal of the Year	
M&A Advisor Awards	2014	Equity Financing Deal of the Year	2007	Computer & Information Tech Deal of the Year, \$100 mm-	
	2014	Professional Services Deal of the Year, \$100 mm+	2007	Financial Services Deal of the Year, \$100 mm+	
	2012	Dealmaker of the Year	2004	Investment Bank of the Year	
	2012	Professional Services Deal of the Year, \$100 mm+			

### Platform of Choice for Clients and Bankers Alike



### The FT Partners Senior Banker Team

Name / Position	Prior Background	Experience / Education	Years of Experience
<b>Steve McLaughlin</b> Founder, CEO and Managing Partner	Goldman Sachs	<ul> <li>Formerly with Goldman Sachs in New York and San Francisco from 1995-2002</li> <li>Former Co-Head of Goldman Sachs' Financial Technology Group (#1 market share)</li> <li>Wharton M.B.A.</li> </ul>	24
<b>Mohit Agnihotri</b> Managing Director	J.P.Morgan	<ul> <li>Formerly Managing Director and Global Head of Payments Investment Banking at J.P. Morgan</li> <li>Wharton M.B.A</li> </ul>	17
Kate Crespo Managing Director	RAYMOND JAMES®	<ul> <li>Formerly with Raymond James' Technology &amp; Services investment banking</li> <li>12+ years of FinTech transaction execution experience</li> <li>Dartmouth M.B.A.</li> </ul>	17
<b>Larry Furlong</b> Managing Director	Goldman Sachs	<ul> <li>Formerly with Goldman Sachs in New York, London and Los Angeles from 1995-2004</li> <li>Wharton M.B.A.</li> </ul>	23
<b>Osman Khan</b> Managing Director	Î D	<ul> <li>Formerly Managing Director and Head of FIG M&amp;A at Alvarez &amp; Marsal</li> <li>15+ years FIG deal, consulting and assurance experience at PwC</li> <li>40 Under 40 M&amp;A Advisor Award Winner in 2013</li> </ul>	22
Andrew McLaughlin Managing Director	Deloitte.	<ul> <li>20+ years experience executing / implementing financial and operational strategy</li> <li>Formerly with Deloitte Consulting</li> </ul>	13
<b>Mike Nelson</b> Managing Director	SunTrust	<ul> <li>Formerly head of FinTech M&amp;A at SunTrust Robinson Humphrey</li> <li>Kellogg M.B.A.</li> </ul>	19
<b>Timm Schipporeit</b> Managing Director	Morgan Stanley Index Ventures	<ul> <li>Formerly with Morgan Stanley as Senior Executive Director of European Technology Investment Banking Team in London</li> <li>Formerly a Venture and Growth Investor focused on FinTech at Index Ventures</li> </ul>	16
<b>Greg Smith</b> Managing Director	Merrill Lynch J.P.Morgan	<ul> <li>Formerly award winning Equity Research Analyst at Merrill Lynch, J.P. Morgan and Hambrecht &amp; Quist</li> <li>20+ years of experience covering FinTech as both an Analyst and Investment Banker</li> </ul>	23
Steve Stout Managing Director	J.P.Morgan <b>Fırst Data</b>	<ul> <li>Formerly Global Head of Strategy at First Data</li> <li>Formerly Led J.P. Morgan Payments Investment Banking Practice</li> <li>Former Equity Research Analyst at UBS and former Economist at the Federal Reserve Bank</li> </ul>	21
Tim Wolfe Managing Director	Goldman Sachs	<ul> <li>Formerly with Goldman Sachs from 2000-2002</li> <li>40 Under 40 M&amp;A Advisor Award Winner 2013</li> <li>Harvard M.B.A.</li> </ul>	17